

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND  
THE ATTACHMENTS HERETO TO DETERMINE WHETHER  
THIS OBJECTION AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	X	
	:	
<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>Motors Liquidation Company, <i>et al.</i>,</b>	:	<b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
	X	

**NOTICE OF DEBTORS' 215TH OMNIBUS OBJECTION TO CLAIMS**  
**(Administrative Proofs of Claim for Equity Interests)**

**PLEASE TAKE NOTICE** that on February 24, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their 215th omnibus objection to claims (the “**Objection**”), and that a hearing (the “**Hearing**”) to consider the Objection will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), One Bowling Green, New York, New York 10004, on **March 29, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

To the extent a Claimant disagrees with the Objection's treatment of the Claimant's claim, the Claimant may call the Debtors to try and resolve the Claimant's concerns at **1-800-414-9607**. If a Claimant is unable to resolve the Claimant's concerns with the Debtors before the deadline to respond, then the Claimant must file and serve a written response (a "**Response**") to the Objection in accordance with this notice, and the Claimant must appear at the Hearing described below.

A Claimant may participate in the Hearing telephonically provided that the Claimant complies with the Court's instructions, which can be found on the Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) (the official website for the Bankruptcy Court), by clicking on "Directories" on the left hand side, and then clicking on "Telephonic Appearance Provider." A Claimant must also provide prior written notice by mail or e-mail of the Claimant's telephonic appearance to (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Edward Wu, Esq. ([edward.wu@weil.com](mailto:edward.wu@weil.com))) and (ii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq. ([lmacksoud@kramerlevin.com](mailto:lmacksoud@kramerlevin.com))).

**If a Claimant does not oppose the disallowance and expungement of the Claimant's claim, then the Claimant does not need to file a Response or appear at the Hearing.**

**PLEASE TAKE FURTHER NOTICE THAT** the deadline to submit a Response is **March 22, 2011 at 4:00 p.m. (Eastern Time)**. Only those Responses that are timely will be considered at the Hearing. A Claimant's Response will be deemed timely only if it is: (a) filed with the Bankruptcy Court electronically using the Bankruptcy Court's case filing

system (the User's Manual for the Electronic Case Filing System can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) before the deadline for Responses or (b) actually received on a 3.5 inch disk, in text-searchable Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format and in hard copy at each of the following addresses on or before the deadline for response:

- A. Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Court, One Bowling Green, Room 621, New York, New York 10004-1408;
- B. Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Joseph H. Smolinsky, Esq.); and
- C. Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Lauren Macksoud, Esq.).

A Claimant's Response, if any, must contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and the number of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the claim; (iii) a concise statement setting forth the reasons why the claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the claim, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which the Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to the Claimant's Response, if different from that presented in the proof of claim; and (vi) the name, address, and telephone number of the person that can be contacted in connection with the Objection.

If a Claimant has any questions about this notice or the Objection, please contact  
the Debtors at **1-800-414-9607**. **CLAIMANTS SHOULD NOT CONTACT THE CLERK  
OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIM.**

**PLEASE TAKE FURTHER NOTICE THAT the Court may grant the relief  
requested in the Objection without further notice or a hearing if a Claimant fails to file a  
timely Response or appear at the Hearing.**

Dated: New York, New York  
February 24, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller  
Stephen Karotkin  
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
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Attorneys for Debtors and  
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11 Case No.**  
**09-50026 (REG)**  
**(Jointly Administered)**

**DEBTORS' 215TH OMNIBUS OBJECTION TO CLAIMS**  
**(Administrative Proofs of Claim for Equity Interests)**

**THIS OBJECTION SEEKS TO DISALLOW AND RECLASSIFY CERTAIN  
FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION SHOULD  
LOCATE THEIR NAMES AND CLAIMS ON EXHIBIT "A" ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,  
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) ("**MLC**") and  
its affiliated debtors, as debtors in possession (collectively, the "**Debtors**"), respectfully  
represent:

**Relief Requested**

1. Prior to the commencement of these chapter 11 cases, the Debtors issued hundreds of millions of shares of common equity. By order dated December 14, 2010,<sup>1</sup> the Court established February 14, 2011 as the deadline to file proofs of claim for administrative expenses (the “**Administrative Proofs of Claim**”) arising between June 1, 2009 and January 31, 2011. Since providing notice of the deadline to file Administrative Proofs of Claim, the Debtors have received numerous Administrative Proofs of Claim asserting equity interests as the basis of the claim (the “**Equity Administrative Proofs of Claim**”). A schedule of Equity Administrative Proofs of Claim subject to this Objection is annexed hereto as **Exhibit “A.”**

2. A proof of claim that asserts an equity interest as an “administrative expense claim” is improper because equity interests are not administrative expenses and holders of equity interests are not creditors on account of such interests. To the extent that a proof of claim asserts an equity interest as an “administrative expense claim,” such “claim” should be disallowed and reclassified as an equity interest. Reclassification will preserve the equity holder’s rights on account of its equity interest, but remove the “claim” from the Debtors’ claims register.

3. The Debtors submit this 215th Omnibus Objection (the “**215th Omnibus Objection**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

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<sup>1</sup> Consent Order Pursuant to Section 503(a) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Requests for Payment of Certain Administrative Expenses and Procedures Relating Thereto and Approving the Form and Manner of Notice Thereof, dated December 14, 2010 (ECF No. 8099).

### **Jurisdiction**

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

### **Background**

5. On June 1, 2009 (“**Commencement Date**”), four of the Debtors (the “**Initial Debtors**”)<sup>2</sup> commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)<sup>3</sup> commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026. On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

6. On October 6, 2010, this Court entered an order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases,<sup>4</sup> which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

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<sup>2</sup> The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

<sup>3</sup> The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

<sup>4</sup> Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 3007 and 9019(b) Authorizing the Debtors to (I) File Omnibus Claims Objections and (II) Establishing Procedures for Settling Certain Claims, dated October 6, 2009 (ECF No. 4180).

**Equity Administrative Proofs of Claim Should  
Be Disallowed and Reclassified as Equity Interests**

7. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelpia Commc’ns Corp.*, No. 02-41729, 2007 Bankr. LEXIS 660, at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

8. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” The rationale behind such objections is that the Bankruptcy Code differentiates between a “claim” and an “equity security” that is entitled to a lower priority of distribution than a claim. *See* 11 U.S.C. §§ 101(5), 101(16), 1129(b)(2). While creditors may need to file proofs of claim to preserve their rights to receive distributions on account of their claims,<sup>5</sup> the Court has yet to require equity security holders to file proofs of interests to preserve their rights, if any, based solely on the ownership of equity interests. The filing of a proof of claim by an equity security holder to assert an equity interest is neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”).

9. An administrative expense is a special type of claim that is generally entitled to priority in payment before certain other claims. 11 U.S.C. §§ 503, 507.

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<sup>5</sup> Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim (Including Claims under Bankruptcy Code Section 503(b)(9)) and Procedures Relating Thereto and Approving the Form and Manner of Notice Thereof, dated September 16, 2009 (ECF No. 4079).



Administrative expenses are reserved solely to those entities that provide a benefit to the Debtors subsequent to the Commencement Date. These claims, therefore, do not represent appropriate administrative expenses.

10. Based on the foregoing, the Debtors request the Equity Administrative Proofs of Claim be disallowed and reclassified as an equity interest. The reclassification of the Equity Administrative Proofs of Claim to equity interests will preserve any entitlement to distributions solely on account of the ownership of the Debtors' equity interests.

#### **Reservation of Rights**

11. The Debtors reserve the right to object to any of the Equity Administrative Proofs of Claim that are not disallowed in their entirety for any reason and to object on any basis to any Equity Administrative Proof of Claim that is reclassified as equity interests.

#### **Notice**

12. Notice of this 215th Omnibus Objection to Claims has been provided to each claimant listed on Exhibit "A" and parties in interest in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011 (ECF No. 8360). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

13. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York  
February 24, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**Exhibit “A”**

## CLAIMS TO RECLASSIFY

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
ANTWAN HASKOOR 69-43 CENTRAL AVE GLENDALE, NY 11385	70676	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ARMAND S ANDRLE 141 HATCASE POND RD EDDINGTON, ME 04428	70732	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
AUSTIN AND REBECCA VIALI 710 KELLER LANE TUSCUMBIA, AL 35674	70909	Motors Liquidation Company	\$437,736.00	Equity Interest Claim	Pgs. 1-5
BETTY J CHOLTCO 948 NORMANDY DRIVE NEW KENSINGTON, PA 15068	70924	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
BILLY E DILLARD 17281 LAKE VIEW CIRCLE NORTHVILLE, MI 48168	70840	Motors Liquidation Company	\$200,000.00	Equity Interest Claim	Pgs. 1-5
BUSHENG WANG 71-11 162ND ST APT #2B FRESH MEADOWS, NY 11365	70906	Motors Liquidation Company	\$2,227.85	Equity Interest Claim	Pgs. 1-5
C JAYNE ROONEY 487 VERANDA WAY APT C203 NAPLES, FL 34104	70933	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
CONSTANTINOS GENATOS 192 TOSCANINI CHATEAUGUAY QUEBEC J6K 4B9 CANADA CANADA	70837	Motors Liquidation Company	Unliquidated  Foreign Currency	Equity Interest Claim	Pgs. 1-5
DEBRA D. NELSON 330 CURACAO WAY NICEVILLE, FL 32578	70847	Motors Liquidation Company	\$518.15	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO RECLASSIFY					
DENNIS DEAN 701 CENTER AVE #1  BAY CITY, MI 48708	70954	Motors Liquidation Company	\$2,000.00	Equity Interest Claim	Pgs. 1-5
DIANA GALENIC 953 BEST CIRCLE NEWMARKET, ON L3X 2K9 CANADA CANADA	70900	Motors Liquidation Company	\$4,107.10 Unliquidated	Equity Interest Claim	Pgs. 1-5
DONALD PETERSON 160 CAYMUS COURT  SUNNYVALE, CA 94086 UNITED STATES OF AMERICA	70603	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
DONALD S & MARGARET M SAUNDERS JT TEN 8258 SAINT FRANCIS CT  CENTERVILLE, OH 45458	70838	Motors Liquidation Company	\$27,441.60	Equity Interest Claim	Pgs. 1-5
DORIS PLEASANT 8810 LOCUST GROVE DRIVE  PORT TOBACCO, MD 20677 UNITED STATES OF AMERICA	70853	Motors Liquidation Company	\$36,530.00	Equity Interest Claim	Pgs. 1-5
EDWARD F WALL 624 ANDERSON HILL RD  PURCHASE, NY 10577	70849	Motors Liquidation Company	\$192.00	Equity Interest Claim	Pgs. 1-5
HAROLD GREENE 3025 WWHITE FEATHER LN  PHOENIX, AZ 85083 UNITED STATES OF AMERICA	70886	Motors Liquidation Company	\$500.00	Equity Interest Claim	Pgs. 1-5
IGOR KUMOK 10372 FOREST BROOK LANE, UNIT-H  SAINT LOUIS, MO 63146	70862	Motors Liquidation Company	\$2,308.29	Equity Interest Claim	Pgs. 1-5
JAMES D. TOWNSEND 5429 ATLAS RD. P.O.BOX 128 ATLAS, MI 48411	70937	Motors Liquidation Company	\$139,288.00	Equity Interest Claim	Pgs. 1-5
JAMES S M NG & YUEN WAH LO NG 17 MILLWARD CRESCENT AJAX, ONTARIO L1T 4M6 CANADA CANADA	70972	Motors Liquidation Company	\$63.39	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO RECLASSIFY					
JOHN C EHLERS 8485 MISSION HILLS LANE  CHANHASSEN, MN 55317	70593	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
JOHN MCGUIRE & MARION MCGUIRE 308 OAK LANE  MANCHESTER, NJ 07859	70935	Motors Liquidation Company	\$619.60	Equity Interest Claim	Pgs. 1-5
JULIAN GEVARGIS 1574 RT 9G  HYDE PARK, NY 12538	70936	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
KATHLEEN R CONNLEY 2621 MACGREGOR CT  MODESTO, CA 95350	70839	Motors Liquidation Company	\$95.77	Equity Interest Claim	Pgs. 1-5
LISA CORBETT 67 LOGGERHEAD DR  COLUMBIA, SC 29229	70741	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
LOC BUI 30 WESTGATE ROAD  FRAMINGHAM, MA 01701	70899	Motors Liquidation Company	\$94,117.00	Equity Interest Claim	Pgs. 1-5
LOUIS PECK PERKINS 2357 LEONARDO LN N  JACKSONVILLE, FL 32218	70945	Motors Liquidation Company	\$2,625.00	Equity Interest Claim	Pgs. 1-5
LOVENIA BROCK 301 BROCK LANE  LONDON, KY 40744	70888	Motors Liquidation Company	\$0.00  Unliquidated	Equity Interest Claim	Pgs. 1-5
MABLE SCOTT 106 NURSERY RIDGE LANE  COLUMBIA, SC 29212	70961	Motors Liquidation Company	\$1,400.00	Equity Interest Claim	Pgs. 1-5
MARILYN BRANNEN 648 GOLDENVILLE RD  GETTYSBURG, PA 17325 UNITED STATES OF AMERICA	70891	Motors Liquidation Company	\$5,209.10	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO RECLASSIFY					
MARSHALL ABRAM 1714 E. HINES ST.  MUNCIE, IN 47303	70907	Motors Liquidation Company	\$1,500.00	Equity Interest Claim	Pgs. 1-5
MARTIN D HARSH AND BETTY J HARSH 7721 RIVER ROCK CT  WILLIAMSPORT, MD 21795	70834	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MARY MCFERRON 1322 DALLWOOD DRIVE  ST LOUIS, MO 63126 UNITED STATES OF AMERICA	70716	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
MICHAEL KNAUSS 58-37 206 STREET  OAKLAND GARDENS, NY 11364	70903	Motors Liquidation Company	\$2,956.50	Equity Interest Claim	Pgs. 1-5
MOHAMMAD Z KHAN 11120 E 29 ST  TULSA, OK 74129	70926	Motors Liquidation Company	\$3,050.05	Equity Interest Claim	Pgs. 1-5
NICHOLAS F. STARACE 9 FIELDING ROAD  SHORT HILLS, NJ 07078 UNITED STATES OF AMERICA	70627	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
NIKA GOJCAJ 73350 MCKAY  ROMEO, MI 48065	70897	Motors Liquidation Company	\$9,970.02	Equity Interest Claim	Pgs. 1-5
PATRICIA A NARDIELLO 82 BRANCHPORT AVENUE  LONG BRANCH, NJ 07740	70946	Motors Liquidation Company	\$10,638.00	Equity Interest Claim	Pgs. 1-5
PATRICIA NEWBY 3810 RIDGEWOOD AVE  BALTIMORE, MD 21215	70929	Motors Liquidation Company	\$500.00	Equity Interest Claim	Pgs. 1-5
PETER GELYON 3405 EMERLING DR  BLASDELL, NY 14219	70850	Motors Liquidation Company	\$608.46	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO RECLASSIFY					
PRABIR SAHA & RINKU SAHA 905 SAVOY WAY  APEX, NC 27502	70962	Motors Liquidation Company	\$20.00	Equity Interest Claim	Pgs. 1-5
PRAFUL SHAH 4649 MAPLE CREEK COURT  WEST BLOOMFIELD, MI 48322	70885	Motors Liquidation Company	\$597.29	Equity Interest Claim	Pgs. 1-5
REBECCA G HARRISON 1065 VIEWPOINTE BLVD  RODEO, CA 94572	70992	Motors Liquidation Company	\$173.72	Equity Interest Claim	Pgs. 1-5
RICHARD D BROWN 139 WEST END AVE  BINGHAMTON, NY 13905	70887	Motors Liquidation Company	\$1,657.54	Equity Interest Claim	Pgs. 1-5
ROBERT ERICKSON 165 BUFF CAP RD  TOLLAND, CT 06084	70890	Motors Liquidation Company	\$1,487.50	Equity Interest Claim	Pgs. 1-5
ROBERT TALLMAN 136 EUCLID AVENUE  BARNESVILLE, OH 43713 UNITED STATES OF AMERICA	70892	Motors Liquidation Company	\$72,000.00	Equity Interest Claim	Pgs. 1-5
ROBERT VOSS 6412 N UPLAND TERR  PEORIA, IL 61615	70960	Motors Liquidation Company	\$992.25	Equity Interest Claim	Pgs. 1-5
ROBERTA S BRAND (TRUST) 36045 LARCH WY  FREMONT, CA 94536	70667	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
STEPHAN G TOTH 3281 SHAWNEE LANE COURT  WATERFORD, MI 48329	70821	Motors Liquidation Company	\$5,841.98	Equity Interest Claim	Pgs. 1-5
VERNON DIAZ 15903-101 STREET EDMONTON T5X 4E6 ALBERTA CANADA CANADA	70878	Motors Liquidation Company	\$39,690.12	Equity Interest Claim	Pgs. 1-5

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## CLAIMS TO RECLASSIFY

WILLIE DAVID BRANHAM 22987 29 1/2 MILE RD PO BOX 152 SPRINGPORT, MI 49284	70967	Motors Liquidation Company	\$1,608.10	Equity Interest Claim	Pgs. 1-5
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WILLIE MELVIN 616 WEAVER STREET  SPRING LAKE, NC 28390 UNITED STATES OF AMERICA	70991	Motors Liquidation Company	\$12,214.60	Equity Interest Claim	Pgs. 1-5
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YUEN WAH LO NG 17 MILLWARD CRESCENT AJAX, ONTARIO L1T 4M6 CANADA CANADA	70971	Motors Liquidation Company	\$44,250.40	Equity Interest Claim	Pgs. 1-5
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(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11 Case No.</b>
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<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	: <b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
-----X	

**ORDER GRANTING DEBTORS' 215TH OMNIBUS OBJECTION TO CLAIMS**  
**(Administrative Proofs of Claim for Equity Interests)**

Upon the 215th omnibus objection, dated February 24, 2011 (the “**215th Omnibus Objection**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, seeking entry of an order disallowing and reclassifying Equity Administrative Proofs of Claim as equity interests, all as more fully described in the 215th Omnibus Objection; and due and proper notice of the 215th Omnibus Objection having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 215th Omnibus Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 215th Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 215th Omnibus Objection.

ORDERED that the relief requested in the 215th Omnibus Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the Equity Administrative Expense Proofs of Claim listed on Exhibit “A” annexed to hereto (the “**Order Exhibit**”) are disallowed and reclassified as equity interests; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit “A” annexed to the 215th Omnibus Objection that are not disallowed pursuant to this Order, and any of the claims for equity interests that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
\_\_\_\_\_, 2011

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UNITED STATES BANKRUPTCY JUDGE